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DEC 14 1999

Taleda Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

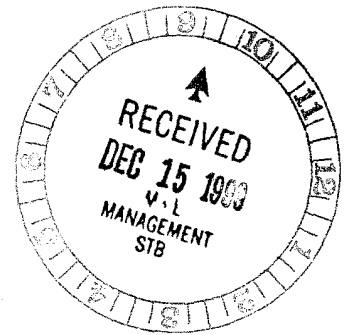
RECORDATION NO.

20972-F

FILED

DEC 17 '99

4-11 PM



SURFACE TRANSPORTATION BOARD

Dear Taleda,

Enclosed are three (3) originals of the Memorandum of Railcar Lease dated as of August 25, 1999 which is intended to evidence Memorandum of Railcar lease dated 10/28/97 between the following parties: This is a secondary document.

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC

Lessee: ARCHER DANIELS MIDLAND COMPANY

The equipment involved in this transaction is as follows:

Equipment: 65 GACX RAILCARS

Please file this Memorandum as a supplementary document to Recordation No. 20972 and return TWO (2) stamped original to my attention. A check covering the filing fee of \$26.00 is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler

Rebecca Heisler
Administrator

DEC 17 '99

4-1 11PM

FORM OF MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 25th day of August ^{SURFACE TRANSPORTATION BOARD}, 1999 is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and Archer Daniels Midland Company, a Delaware corporation, with an address at P.O. Box 1470, Decatur, Illinois 62525 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 29, 1997 covering the equipment listed on Rider A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on October 28, 1997 as No. 20972.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: STEPHEN MCCLURE
Title: EXECUTIVE VICE PRESIDENT

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ARCHER DANIELS MIDLAND COMPANY

By: [Signature]
Name: Randy Neumayer
Title: Senior Vice President-Transportation

Schedule A

1	GRPX 944002	33	GRPX 944379
2	GRPX 944022	34	GRPX 944395
3	GRPX 944046	35	GRPX 944399
4	GRPX 944050	36	GRPX 944404
5	GRPX 944085	37	GRPX 944410
6	GRPX 944110	38	GRPX 944417
7	GRPX 944149	39	GRPX 944418
8	GRPX 944158	40	GRPX 944420
9	GRPX 944167	41	GRPX 944423
10	GRPX 944172	42	GRPX 944434
11	GRPX 944185	43	GRPX 944445
12	GRPX 944203	44	GRPX 944447
13	GRPX 944218	45	GRPX 944450
14	GRPX 944223	46	GRPX 944456
15	GRPX 944226	47	GRPX 944460
16	GRPX 944250	48	GRPX 944471
17	GRPX 944261	49	GRPX 944474
18	GRPX 944276	50	GRPX 944502
19	GRPX 944279	51	GRPX 944505
20	GRPX 944297	52	GRPX 944523
21	GRPX 944302	53	GRPX 944524
22	GRPX 944303	54	GRPX 944525
23	GRPX 944310	55	GRPX 944536
24	GRPX 944315	56	GRPX 944539
25	GRPX 944316	57	GRPX 944542
26	GRPX 944318	58	GRPX 944545
27	GRPX 944336	59	GRPX 944557
28	GRPX 944345	60	GRPX 944572
29	GRPX 944351	61	GRPX 944588
30	GRPX 944363	62	GACX 4247
31	GRPX 944372	63	GACX 4337
32	GRPX 944375	64	GACX 4429
		65	GACX 4435